

EXHIBIT D

II.
AFFIRMATIVE AND OTHER DEFENSES

Defendants plead the following defenses and affirmative defenses, but do not assume the burden of proof except to the extent required on pure affirmative defenses:

1. Plaintiff's Original Petition fails, in whole or in part, to state a cause of action against Defendant upon which relief can be granted.
2. Plaintiff's claims are barred because the decision to deny Plaintiff's claim for benefits was legally correct, was not arbitrary and capricious, and was not an abuse of discretion.
3. All decisions regarding Plaintiff's benefits were consistent with the terms of the Anadarko Petroleum Change of Control Severance Plan, were reasonable and impartial, and were supported by the substantial evidence.
4. The Court's review of Plaintiff's claim for benefits should be limited to the evidence and argument presented during the administrative review process.
5. In the event the Court concludes the Plan Administrator's determination was unreasonable, an abuse of discretion, or otherwise improper, the Court is requested to remand the case to the Plan Administrator for another determination.
6. Plaintiff's claim is barred for failure to exhaust administrative remedies.
7. Plaintiff's claims are barred, in whole or in part, by the statute of limitations.
8. Plaintiff's claims for damages are capped in accordance with applicable law.

Defendants assert the right to raise additional defenses that become apparent through further factual development of this case.

III.
PRAYER

Wherefore, having fully answered, Defendants Anadarko Petroleum Corporation Change of Control Severance Plan, Occidental Petroleum Corporation, and Anadarko Petroleum



Corporation Health and Welfare Benefits Administrative Committee pray that this action be dismissed, that Plaintiff take nothing by his action, and that Defendants be awarded their costs of court and reasonable attorneys' fees. Defendants further requests such other relief, general and specific, legal and equitable, to which they are justly entitled.

Dated: May 18, 2022

Respectfully submitted,

OF COUNSEL
NORTON ROSE FULBRIGHT US LLP

Kimberly F. Cheeseman
State Bar No. 24082809
kimberly.cheeseman@nortonrosefulbright.com

Andrew Yeh
State Bar No. 24098645
andrew.yeh@nortonrosefulbright.com

1301 McKinney, Suite 5100
Houston, TX 77010-3095
Telephone: (713) 651-5151
Facsimile: (713) 651-5246

/s/ Shauna Johnson Clark

Shauna Johnson Clark
State Bar No. 00790977
shauna.clark@nortonrosefulbright.com
1301 McKinney, Suite 5100
Houston, TX 77010-3095
Telephone: (713) 651-5151
Facsimile: (713) 651-5246

**ATTORNEY-IN-CHARGE FOR
DEFENDANTS**

CERTIFICATE OF SERVICE

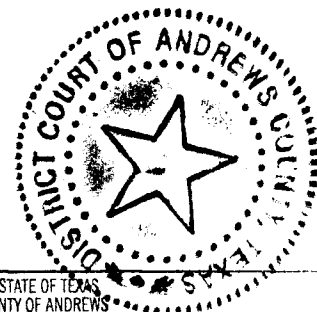
I hereby certify that a true and correct copy of the foregoing instrument has been served electronically in accordance with TEX. R. CIV. P. 21a(a)(1) on this the 18th day of May, 2022, to:

Paul Millican
Texas Bar No. 14146700
Gossett, Harrison, Millican & Stipanovic,
P.C.
P.O. Drawer 911
San Angelo, Texas 76902
T: (325) 653-3291
F: (325) 655-6838
E-mail: paulm@ghtxlaw.com



/s/ Shauna Johnson Clark

Shauna Johnson Clark



THE STATE OF TEXAS
COUNTY OF ANDREWS
I, Sherry Dushane, Clerk of the District Court of
Andrews County, Texas, do hereby certify that the foregoing
is true and correct copy.
GIVEN UNDER MY HAND AND SEAL OF SAID COURT
this 19 day of May, A.D., 2022
SHERRY DUSHANE, District Clerk, Andrews County, Texas
Deputy

